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BINGHAM McCUTCHEN

Catherine Wang
Brett P. Ferenchak
Phone: (202) 373-6000
Fax: (202) 424-7647
catherine.wang@bingham.com
brett.ferenchak@bingham.com

May 19, 2006

✓
98-510-C

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
202.424.7500
202.424.7647 fax

By Overnight Mail

Charles L.A. Terreni, Chief Clerk and Administrator
Public Service Commission of South Carolina
Saluda Building
101 Executive Drive
Columbia, SC 29210

bingham.com

**Re: Notification of Level 3 Communications, Inc. and TelCove, Inc. of a
Transfer of Control of TelCove of South Carolina, Inc. and Related
Transactions**

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Dear Mr. Terreni:

Level 3 Communications, Inc. ("Level 3") and TelCove, Inc. (collectively, the "Parties") notify the Commission of a transaction whereby Level 3, a competitive non-dominant carrier, will acquire indirect control of TelCove of South Carolina, Inc. ("TelCove-Op") (TelCove, Inc. and TelCove-Op, collectively, "TelCove"), a non-dominant carrier. TelCove-Op is TelCove, Inc.'s South Carolina operating subsidiary and holds authority from the Commission to provide intrastate telecommunications services in South Carolina. The Parties also notify the Commission of certain related transactions, as discussed below.

Although the transaction will result in a change in the ownership of TelCove-Op, no transfer of certificates, assets or customers will occur. TelCove-Op will continue to provide service to its existing customers in South Carolina pursuant to those authorizations under the same rates, terms and conditions. This transaction will be transparent to the customers of TelCove-Op.

Description of the Parties

A. TelCove, Inc and TelCove of South Carolina, Inc. ("TelCove")

TelCove, Inc. is a privately held Delaware corporation with its principal place of business located at 121 Champion Way, Canonsburg, Pennsylvania 15317. TelCove, Inc. is the parent company of TelCove of South Carolina, Inc., which is a Delaware corporation with the same principal place of business. TelCove, Inc. is authorized by the Federal Communications Commission ("FCC") to provide international and domestic interstate services as a non-dominant carrier.

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TelCove, Inc., through its operating subsidiaries,¹ including TelCove-Op, is a leading facilities-based provider of integrated communications services that serves medium and large businesses, state and local governmental agencies, educational institutions, and other communications service providers. TelCove offers local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. In South Carolina, TelCove-Op is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services pursuant to Order Nos. 1999-67 (Jan. 27, 1999), 1999-802 (Nov. 16, 1999), 1999-828 (Nov. 22, 1999), 2004-132 (April 5, 2004), and 2004-363 (Aug. 5, 2004) issued in Docket No. 1998-510-C. TelCove-Op is also authorized by the FCC to provide domestic interstate services as a non-dominant carrier.

B. Level 3 Communications, Inc. ("Level 3")

Level 3 Communications, Inc. is a publicly traded (NASDAQ: LVLTL) Delaware corporation headquartered in Broomfield, Colorado. Through its wholly owned indirect subsidiaries, Level 3 Communications, LLC ("Level 3 LLC"), WilTel Communications, LLC, WilTel Local Network, LLC, and Progress Telecom, LLC (collectively, the "Level 3-Ops"),² Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network. The Level 3-Ops are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. The Level 3-Ops are also authorized by the FCC to provide international and domestic interstate services as non-dominant carriers.

In South Carolina, Level 3 is authorized to provide interexchange and competitive local exchange service pursuant to Order No. 98-855 issued in Docket No. 98-353-C on November 2, 1998. WilTel Communications, LLC is authorized to provide facilities-based telecommunications services and resell interexchange telecommunications services pursuant to Order Nos. 97-371 (May 2, 1997), 1999-42 (Jan. 19, 1999) and 2003-122 (Mar. 6, 2003) issued in Docket No. 97-075-C. Progress Telecom is authorized to provide interexchange and competitive local exchange service pursuant to Order No. 2002-579 issued in Docket No. 2002-106-Con August 12, 2002. Further information concerning the legal, technical, managerial and financial qualifications of the Level 3-Ops to provide service was submitted with their applications for certification as well as filings related to the transfer of control of WilTel and Progress Telecom to Level 3

¹ A corporate organizational chart for TelCove that includes all operating subsidiaries of TelCove, Inc. is attached as Exhibit A.

² Level 3 is also in the process of acquiring ICG Communications, Inc., which through its operating subsidiary ICG Telecom Group, Inc., provides a variety of regulated and unregulated voice and Internet services primarily in Colorado and Ohio.

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Communications, LLC, and is, therefore, a matter of public record. Level 3 requests that the Commission take official notice of that information and incorporate it herein by reference.

Description of the Transaction

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Level 3 will acquire control of TelCove-Op. This will be accomplished through a multi-step transaction, beginning with a merger between TelCove, Inc. and Eldorado Acquisition Three, LLC ("Eldorado"), a subsidiary of Level 3 created for the purposes of this transaction.³ For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit B. First, TelCove, Inc. will merge into Eldorado, with Eldorado surviving.⁴ Level 3 will then immediately contribute the membership interests in Eldorado to Level 3 Financing, Inc.,⁵ which will then contribute the membership interests to Level 3 LLC, positioning Eldorado as a subsidiary of Level 3 LLC.⁶ Following this step, Eldorado will change its name ("New TelCove").⁷ As a result of these steps, Level 3 will control TelCove-Op through its wholly owned indirect subsidiary Level 3 LLC, which will wholly own New TelCove, TelCove-Op's new indirect parent.

Level 3 will use a combination of cash, shares of stock in Level 3, and the assumption of certain TelCove debt to acquire all of TelCove. Of the contemplated purchase price of \$1.2375 billion, approximately \$445 million will be paid in cash, approximately \$637 million will be paid through the issuance of stock by Level 3, and approximately \$155.5 million will be paid through the assumption of debt of TelCove. At closing, Level 3 will pay all of TelCove's debt. In addition, upon closing, New TelCove and TelCove-Op will pledge their assets as security and enter into a guaranty for existing indebtedness of Level 3 Financing, Inc.

Immediately following the consummation of this transaction, TelCove-Op will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. The transfer of control of TelCove-Op will be seamless and transparent to consumers in the State of South Carolina.

* * * *

³ Eldorado is not authorized, and does not seek authorization, to provide telecommunications services in any state.

⁴ See "STEP 1 – Merger" chart of Exhibit B.

⁵ See "STEP 2(a) – Contribution of Membership Interest" chart of Exhibit B.

⁶ See "STEP 2(b) – Contribution of Membership Interest" chart of Exhibit B.

⁷ See "POST TRANSACTION" chart of Exhibit B.

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An original and five (5) copies of this notification letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in envelope provided. Please contact Brett Ferencak at (202) 373-6697 if you have any questions.

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bingham.com

Respectfully submitted,

A handwritten signature in black ink that reads "Brett P. Ferencak". The signature is written in a cursive, slightly slanted style.

Catherine Wang
Brett P. Ferencak

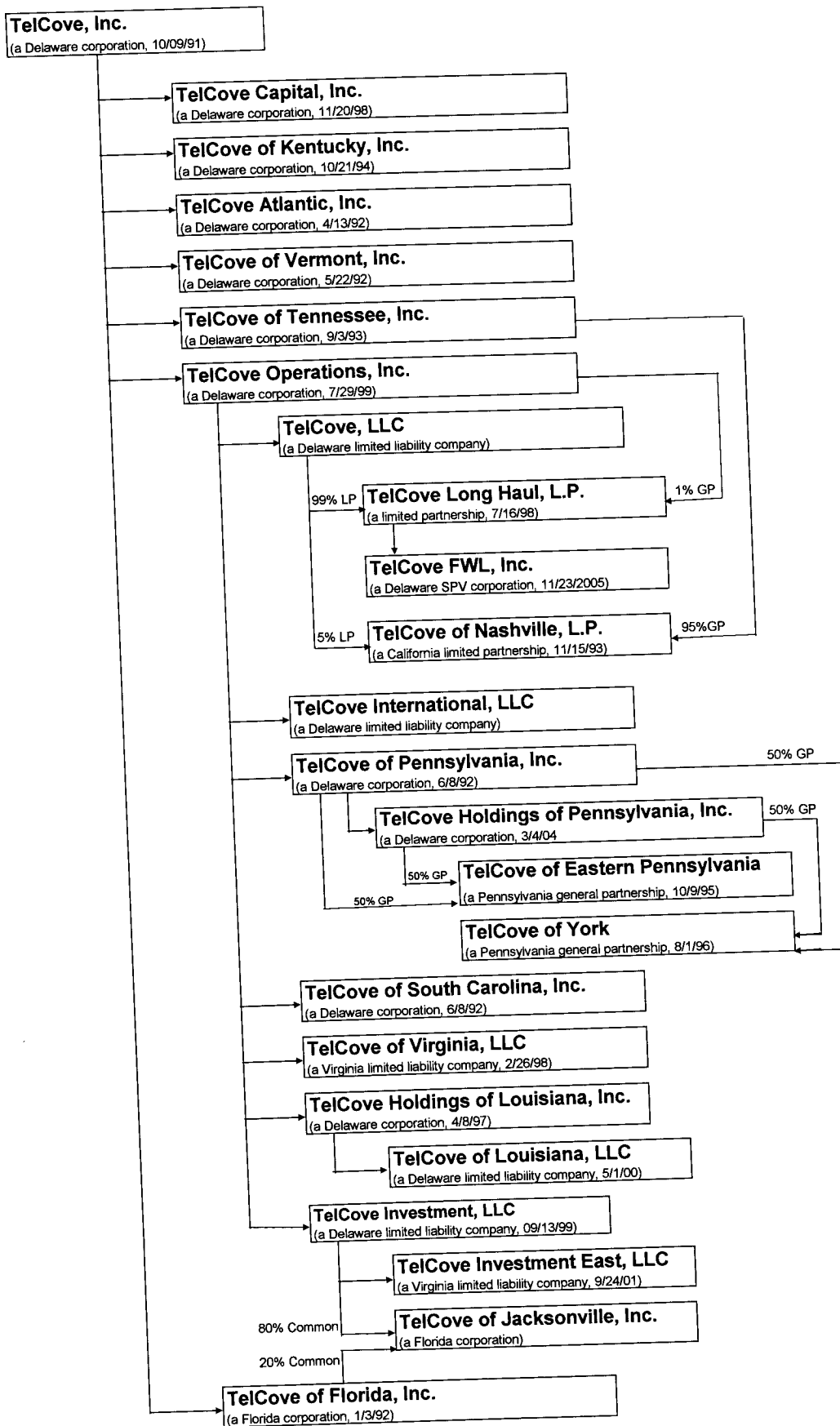
LIST OF EXHIBITS

Exhibit A	TelCove Corporate Organizational Chart
Exhibit B	Pre- and Post-Transaction Organizational Charts
Verifications	

EXHIBIT A

TelCove Corporate Organizational Chart

TelCove Corporate Organization Chart as of January 1, 2006



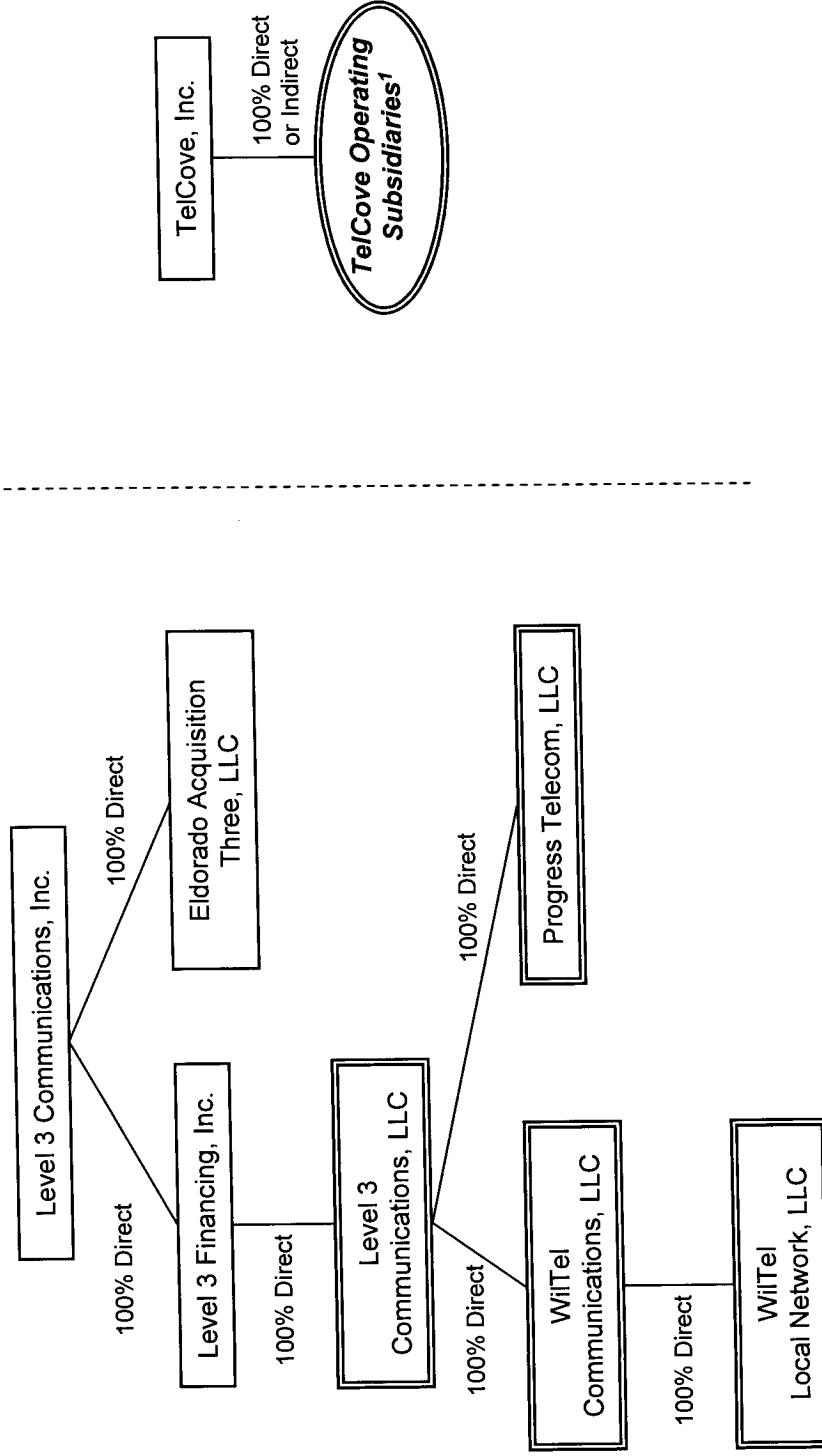
Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

EXHIBIT B

Pre- and Post-Transaction Organizational Charts

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

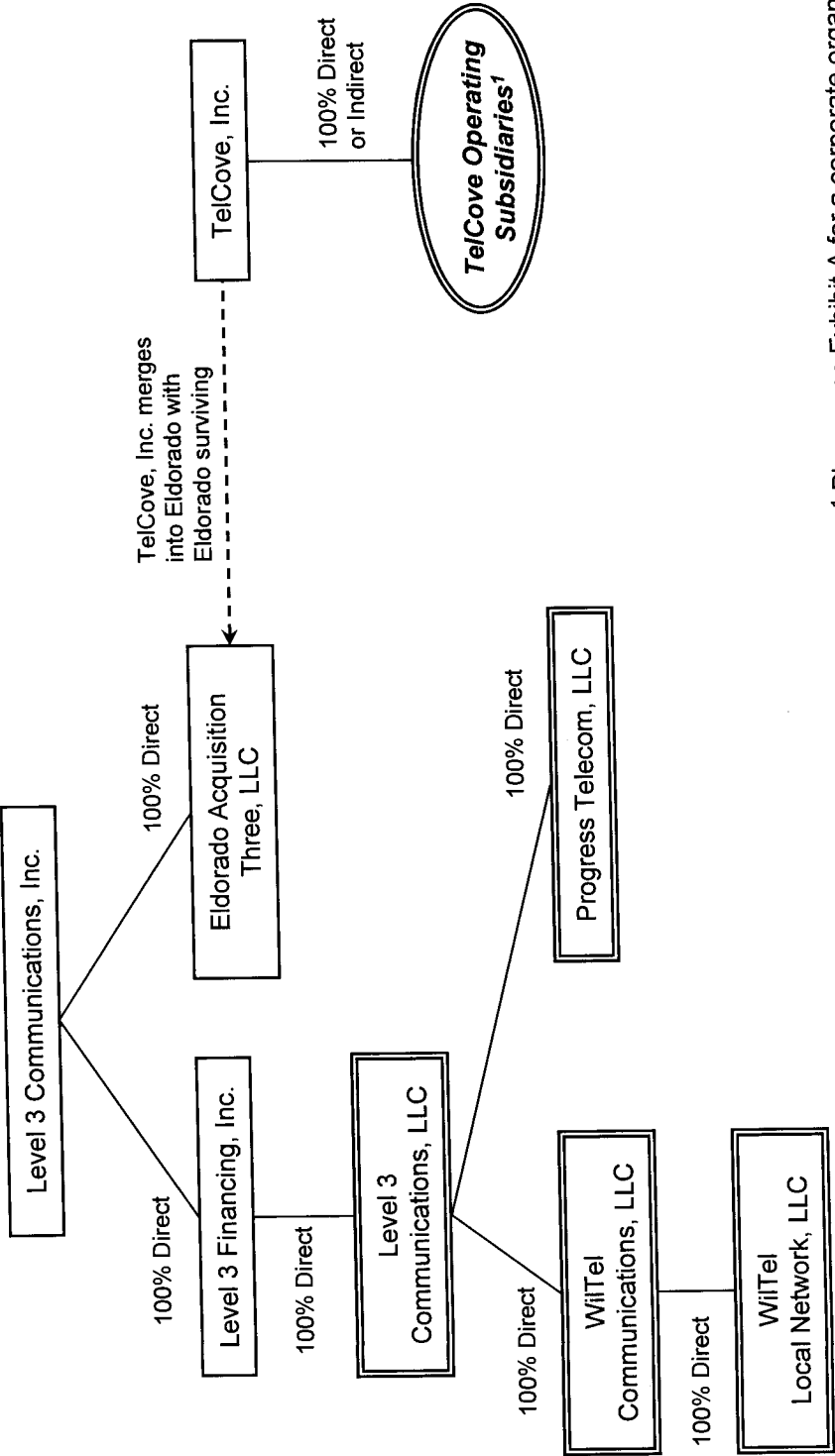
PRE-TRANSACTION



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

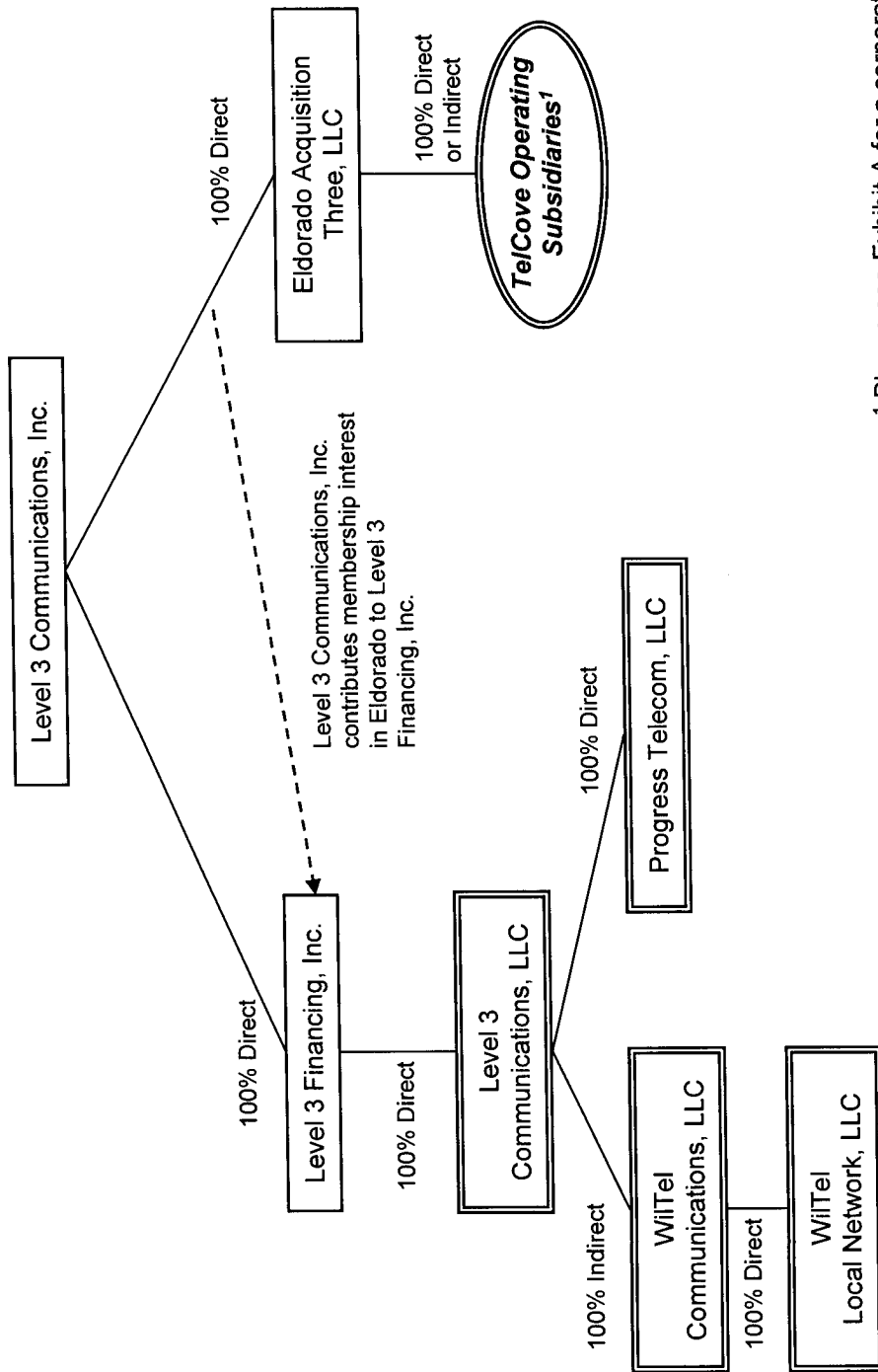
STEP 1 - Merger



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

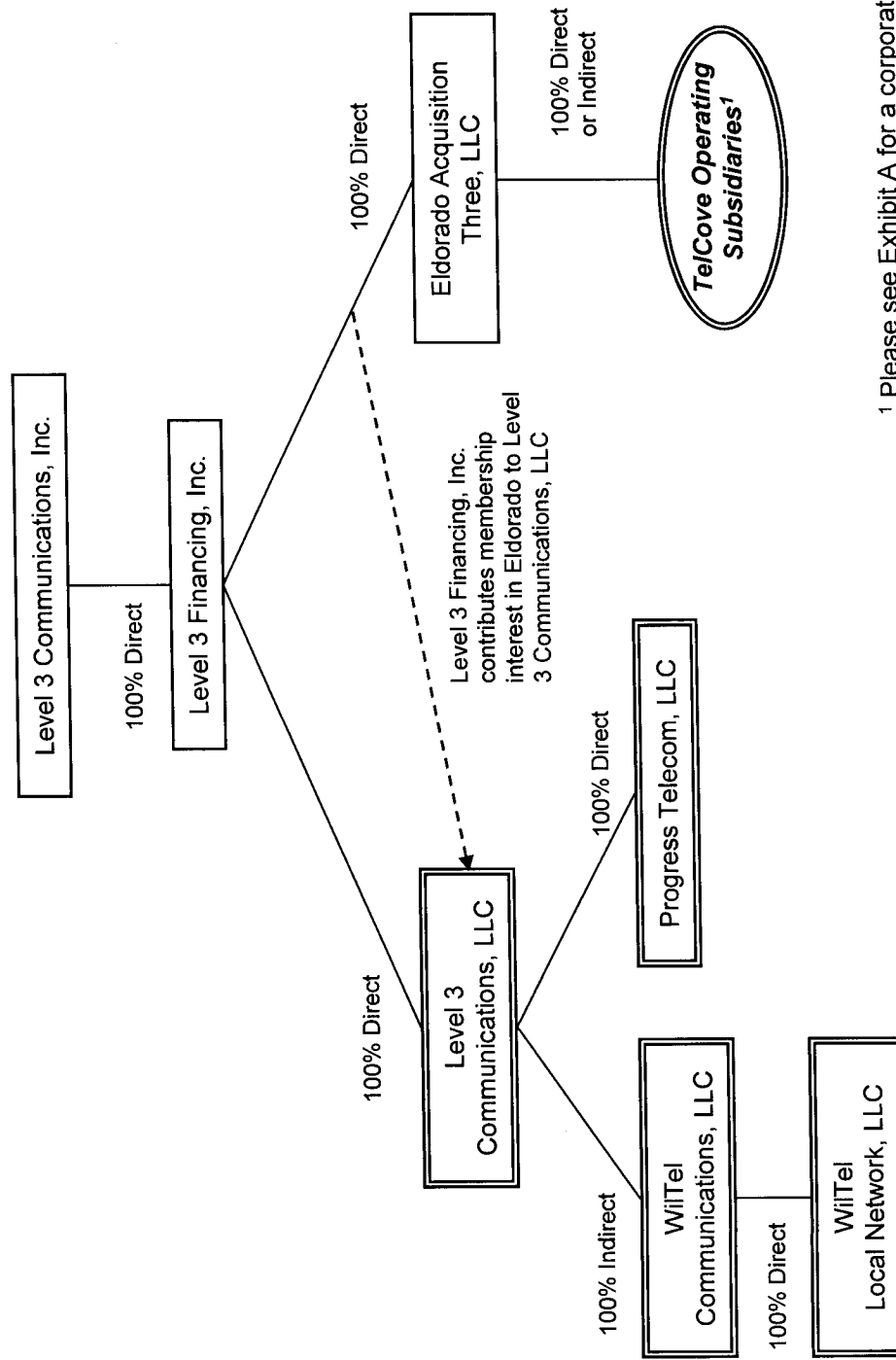
STEP 2(a) – Contribution of Membership Interest



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

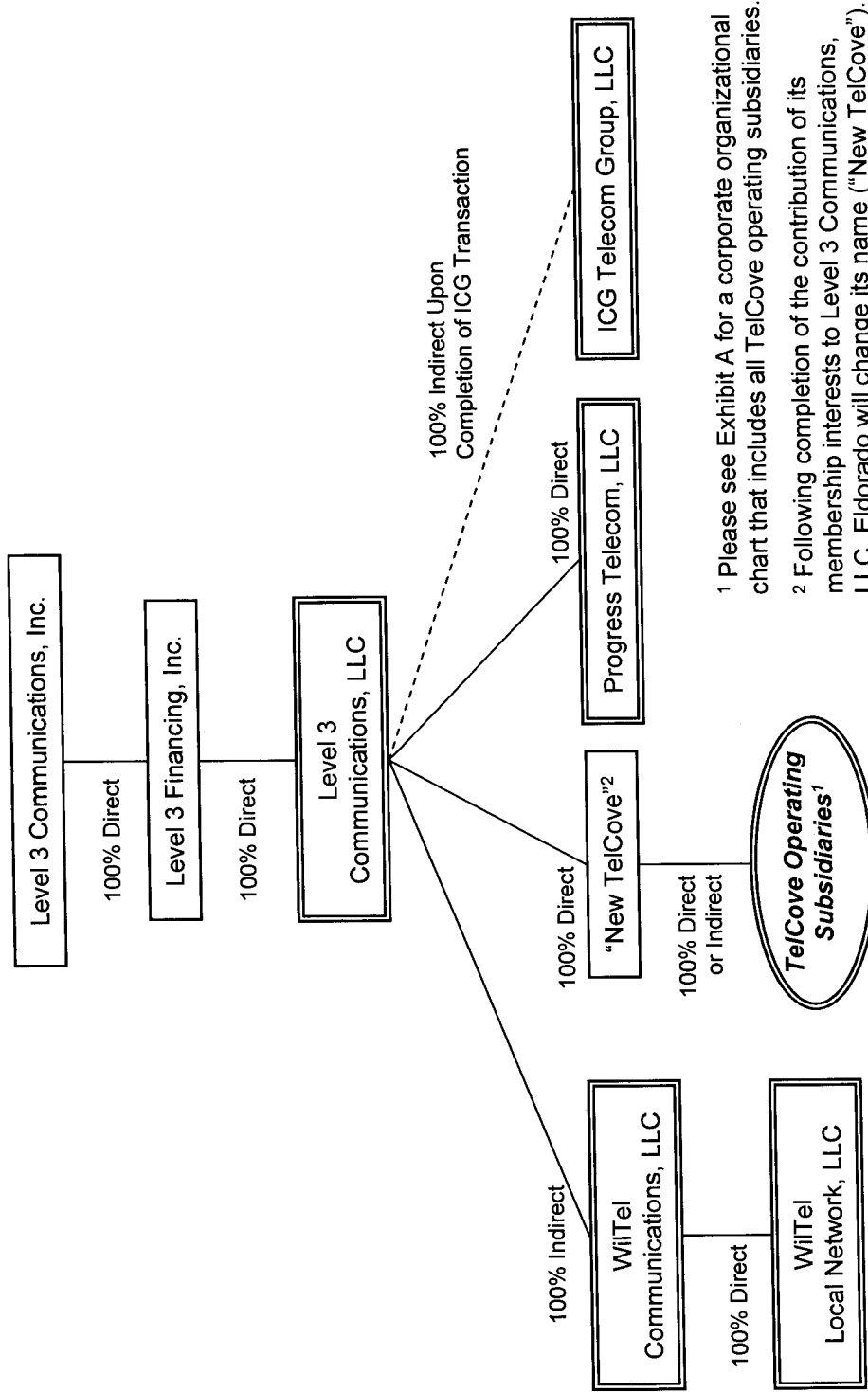
STEP 2(b) – Contribution of Membership Interest



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

POST TRANSACTION



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

² Following completion of the contribution of its membership interests to Level 3 Communications, LLC, Eldorado will change its name ("New TelCove").

VERIFICATIONS

VERIFICATION

I, Neil J. Eckstein, state that I am Senior Vice President and Assistant General Counsel for Level 3 Communications, Inc.; that I am authorized to make this Verification on behalf of Level 3 Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of May, 2006.



Name: Neil J. Eckstein

Title: Senior Vice President and
Assistant General Counsel
Level 3 Communications, Inc.

VERIFICATION

I, James E. Means, state that I am Vice President and General Counsel for TelCove, Inc., the parent company of a party to this filing; that I am authorized to make this Verification on behalf of TelCove, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

28th day of April, 2006.

A handwritten signature in black ink, appearing to read 'J E Means', written over a horizontal line.

Name: James E. Means

Title: Vice President and General Counsel
TelCove, Inc.